

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In re: Teleglobe Comm. <i>et al.</i> ,)	Chapter 11
)	Jointly Administered
Debtors.)	
_____)	Bankr. Case No. 02-11518 (MFW)
)	
Teleglobe USA Inc. <i>et al.</i> ,)	
)	
Plaintiff,)	
)	
v.)	Civ. Action No. 04-1266 (SLR)
)	
BCE Inc. <i>et al.</i> ,)	
)	
Defendants.)	

**DECLARATION OF JOHN W. SHAW
IN SUPPORT OF DEFENDANTS' MEMORANDUM
IN OPPOSITION TO VARTEC'S AMENDED MOTION FOR A PROTECTIVE ORDER**

John W. Shaw, pursuant to Rule 9011 of the Federal Rules of Bankruptcy Procedure and 28 U.S.C. § 1746, declares as follows:

1. I am a member of the Bar of the State of Delaware and a partner of the firm of Young Conaway Stargatt & Taylor, LLP, located at 1000 West Street, 17th Floor, Wilmington, Delaware, attorneys for defendants BCE, Inc. ("BCE"), Michael T. Boychuk, Marc A. Bouchard, Serge Fortin, Terence J. Jarman, Stewart Verge, Jean C. Monty, Richard J. Currie, Thomas Kierans, Stephen P. Skinner, and H. Arnold Steinberg (the "Defendants"). I submit this declaration in support of the Defendants' Memorandum in Opposition to VarTec's Amended Motion for Protective Order Regarding Defendants' Second Request for Production of Documents.

2. Attached hereto as Exhibit 1 is a true and correct copy of Defendants' Second Request for Production of Documents and Directed to the Debtors, dated December 22, 2004.

3. Attached hereto as Exhibit 2 is a true and correct copy of Emergency Motion of VarTec Telecom Inc. and VarTec Telecom Holding Company to Stay Arbitration Proceedings and Supporting Brief, dated January 20, 2004.

4. Attached hereto as Exhibit 3 is a true and correct copy of VarTec's Motion to Compel Production of Documents, dated April 8, 2004, and submitted in the arbitration styled *Teleglobe Telecom Corp., et al. v. VarTec Telecom, Inc., et al.*, No. 50 T 153 00025 04.

5. Attached hereto as Exhibit 4 is a true and correct copy of The Debtors' Response to Defendants' Second Request for Production of Documents, dated January 24, 2005.

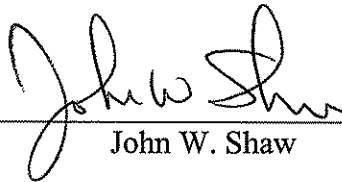
6. Attached hereto as Exhibit 5 is a true and correct copy of a letter to Russell C. Silberglid from Daniel Schimmel, dated April 24, 2005.

7. Attached hereto as Exhibit 6 is a true and correct copy of VarTec Telecom Inc.'s Amended Motion for Protective Order Regarding Defendants' Second Request for Production of Documents with Request for Oral Argument Thereon, dated March 10, 2005.

8. Attached hereto as Exhibit 7 is a true and correct copy of the Stipulation and Protective Order between the Defendants and the Plaintiffs, which was so ordered by the Court on April 19, 2005.

I declare under penalty of perjury under the laws of the United States of America
that the foregoing is true and correct.

Executed on May 24, 2005.



John W. Shaw